



Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the proposed Scheme of Arrangement between Titan Company Limited (Transferor Company) AND Titan Engineering & Automation Limited (Transferee Company) AND Their Respective Shareholders under sections 391-394 of the Companies Act, 1956 ("the Scheme" or "the Scheme of Arrangement").

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	The Board of Directors have appointed BSE as the designated stock exchange for the purpose of coordinating with SEBI. Certified True Copy of Board Resolution is Attached (Annexure - 1)
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement cum demerger/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes, the scheme of arrangement is attached (Annexure - 2)
2.b	Valuation Report from Independent Chartered Accountant	Not Applicable since there is no change in the shareholding pattern
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes, the report of audit committee is attached (Annexure - 3)
2.d	Fairness opinion by merchant banker	Yes- Attached (Annexure - 4)
2.e	Pre and post amalgamation demerger shareholding pattern of unlisted company	Yes- Attached (Annexure - 5)
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes- Attached (Annexure - 6)
2.g	Compliance with Clause 49 of Listing Agreement	Yes- Attached (Annexure - 7)
2.h	Complaints Report	Will be submitted within 7 days of expiry of 21 days from the date of filing of the draft scheme
3.	The equity shares sought to be listed are	Not Applicable



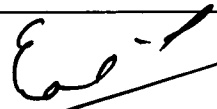
Titan Company Limited
(formerly Titan Industries Limited)

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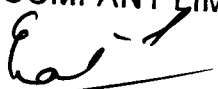
	proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of Arrangement (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	
4.	At least 25% of the post scheme paid up share capital of the transferee Resulting entity shall comprise of shares allotted to the public holders in the transferor Demerged entity.	Not Applicable
5.	The transferee Resulting entity will not issue/reissue any shares, not covered under the Draft scheme.	Not Applicable
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee Resulting entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Not Applicable
7.	The shares of the transferee Resulting entity issued in lieu of the locked-in shares of the transferor Demerged entity are subjected to the lock-in for the remaining period.	Not Applicable

Date: 28-07-2015



 Managing Director/ Company Secretary



CERTIFIED TRUE COPY
 For TITAN COMPANY LIMITED


 A.R. RAJARAM
 HEAD-LEGAL & COMPANY SECRETARY